

RESOLUTIONS ADOPTED BY THE
BOARD OF DIRECTORS OF SAN JOSE WATER COMPANY

“WHEREAS, the Corporation prepared, and will submit an Urban Water Management Plan in the form presented to this Board of Directors (the “Urban Water Management Plan”);

NOW, THEREFORE, BE IT RESOLVED, that the Urban Water Management Plan is hereby adopted and approved by this Board of Directors pursuant to Sections 10610 et seq. of the California Water Code;

RESOLVED FURTHER, that the Chief Executive Officer, President, Chief Financial Officer, Chief Operating Officer, any Vice President, Treasurer, and Secretary of the Corporation (each a “Proper Officer” and collectively, the “Proper Officers”) be, and each of them hereby is, authorized in the name and on behalf of this Corporation, and directed to make all such arrangements, to do and perform all such acts and things, to pay any and all expenses and fees, and to execute and deliver all such instruments, documents and agreements as he or they may deem necessary or appropriate in order fully to effectuate the purposes of each and all of the foregoing resolutions; and

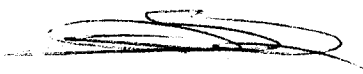
RESOLVED FURTHER, that each of the actions of the officers of this Corporation previously taken in connection with the actions authorized in the foregoing resolutions is hereby approved, ratified and confirmed as the act and deed of this Corporation.”

The undersigned, on behalf of San Jose Water Company, a California corporation, certifies that the foregoing is a true and complete copy of certain resolutions duly adopted by the Board of Directors of San Jose Water Company at a duly called meeting held on October 27, 2005 at which a quorum was present, and at which all Directors present voted in favor of such resolution. The resolutions have not been amended, revoked or rescinded and is in full force and effect, and constitute all of the resolutions of San Jose Water Company now in effect relating to the subject matter thereof.

Date: October 27, 2005

SAN JOSE WATER COMPANY

By:



Suzy Papazian, Corporate Secretary/Attorney